Finance and Loans Board Ordinance 1957

(Reprinted under the Interpretation Ordinance 1985.)

The Sydney Church of England Finance and Loans Board Ordinance 1957 as amended by the Finance and Loans Board Ordinance 1957 Amendment Ordinance 2017, the Governance Omnibus Amendment Ordinance 2022, the Finance and Loans Board Ordinance 1957 Amendment Ordinance 2024, and the Sydney Anglican Services and Sydney Anglican Loans Amendments Ordinance 2026.

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Long Title

An Ordinance to provide certain finances for parochial and other purposes in connection with the Anglican Church of Australia in the Diocese of Sydney, to constitute an authority to administer such Ordinance and for purposes incidental thereto.

Preamble

A. It is expedient to provide a method of financing the activities of the Anglican Church of Australia in the Diocese of Sydney without the necessity of executing formal securities.

B. It is expedient to constitute an authority to investigate certain applications for loans and administer the provisions of this Ordinance.

Part 1 - Introduction

1. Finance and Loans Board

There shall be a body known as the Finance and Loans Board (hereinafter called "the Board").

2. Name of Ordinance

This ordinance is the Finance and Loans Board Ordinance 1957.

3. Definitions

The definitions in the *Sydney Anglican Services Ordinance 2017* apply in this Ordinance unless the contrary intention appears.

Part 2 – Purpose of the Board

4. Purpose

(1) The purpose of the Board is to advance the purposes of the Anglican Church of Australia in the Diocese by financing the activities of the Diocese without the necessity of executing formal securities.

(2) In pursuing the purpose set out in subclause (1), the Board must act in a manner which is consistent with the doctrine of the Diocese.

(3) In recognition that the Board is part of a network of parishes and organisations which is collectively seeking to advance the broader charitable purposes of the Diocese, the Board is permitted to pursue the purpose set out in subclause (1) in a manner which advances the broader charitable purposes of the Diocese.

Part 3 – Membership of the Board

5. Membership

The members of Sydney Anglican Services are the members of the Board ex officio.

6. Members not to be remunerated

(1) A member is not to be remunerated for their service as a member.

(2) Nothing in clause 6(1) prevents a member from being reimbursed for reasonable out of pocket expenses incurred in performing their duties as a member.

Part 4 – Meetings of Members

7. Chair

The Chair of Sydney Anglican Services is the Chair of the Board.

8. Secretary

The Secretary of Sydney Anglican Services is the Secretary of the Board.

9. Meetings of the Board

(1) The members are to meet at such times as they may determine.

(2) In addition, a meeting of the members may be convened by -

(a) the Chair, or

(b) any 3 members.

(3) A meeting of the Board may be held using any technology consented to by the members. A member who is absent from the place of meeting may attend and be present at that meeting by using any technology approved by the members. All meetings conducted with the aid of technology under this clause are as valid and effective as if they had been conducted with those members physically present.

(4) If the Chair is not present at a meeting or is unable or unwilling to chair the meeting, or part of a meeting, the members present may elect another member then present to chair that meeting or part of the meeting.

(5) At a meeting of the members, the Chair has a deliberative vote but does not have a casting vote.

(6) The Board must cause minutes to be made of –

(a) the names of the persons present,

(b) the name of the person or names of the persons who chaired the meeting, or any part of the meeting,

(c) all disclosures made by a member of any actual or perceived conflicts of interest, and

(d) all resolutions passed at the meeting, or taken to have been passed at a meeting.

(7) The minutes of each meeting are to be signed by the chair of that meeting or by the chair of the next meeting of the members.

(8) Subject to this Ordinance, the members may regulate the proceedings of their meetings in such manner as they determine.

(9) The Board may invite any person who is not a member of the Board to be present for the whole or part of any meeting of the Board.

10. Quorum

A quorum for a meeting of the Board is 5 members.

11. Decisions of the members

(1) Usually, the members will make decisions by resolution passed at a meeting of the members.

(2) If a document contains a statement that the signatories to it are in favour of a resolution set out in the document or otherwise identified in the document and the document is signed by all members (other than members who are, at that time, overseas or have leave of absence), a resolution in those terms will be taken to have been passed at a meeting of members held on the day and at the time at which the document was last signed by a member.

(3) For the purposes of clause 11(2) –

(a) 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more members will be taken together to constitute 1 document containing a statement in those terms signed by those members on the respective dates on which they signed the separate documents, and

(b) an email message which is received by the Secretary and is expressed to have been sent by a member will be taken to be a document signed by that member at the time of receipt of the email message by the Secretary.

12. Visitor

(1) The Archbishop is the Visitor of the Board and entitled to exercise the responsibilities, rights and duties of a visitor established by law.

(2) The Visitor may attend any meeting of the Board and may address the Board on any pastoral or policy issue concerning the Anglican Church of Australia as it applies to the Board.

(3) If the Visitor requests, the Secretary will send him on a confidential basis a copy of the agenda for the meeting of the Board referred to in the request.

(4) The Visitor is not entitled to vote on any question or proposal being considered by the Board.

(5) The Visitor is permitted to appoint a nominee to exercise his entitlements as Visitor on his behalf.

Part 5 – Functions and Powers of the Board

13. Functions of the Board

(1) In pursuing the purpose set out in clause 4(1) and without limiting the generality of that purpose, the functions of the Board include to –

(a) govern, control and manage such funds, securities and assets as shall be committed to it for the purpose by this or any other ordinance of Synod, and

(b) investigate and, if thought fit, approve applications for loans for such purposes authorised by this Ordinance as the Board may approve from funds under its control by parochial units in the Diocese of Sydney and organisations of the Anglican Church of Australia in such Diocese which are subject to the control of Synod.

14. Powers of the Board

The Board has power to do all things necessary and desirable to fulfil its purposes and, without limiting the generality of the foregoing, has the following duties and powers -

(a) to investigate all applications to the Board for loans for parochial or other purposes,

(b) subject to clause 18, to authorise loans from the funds under the control of the Board on such terms as may be determined by it to such parochial units and organisations in the Diocese for the purposes set out in this Ordinance, except that the Board does not have power to authorise loans secured by any legal or equitable mortgage over any real or personal property.

(c) to investigate any case where default shall be made by any such parochial unit or other organisation in meeting its obligations in respect of any advance made to it under the provisions of this Ordinance or in respect of any advances made prior thereto and to make at its discretion any further advance to remedy such default or other arrangements as it may deem necessary and if it think fit to report to Synod or the Standing Committee and recommend what action should be taken,

(d) to invest any funds under its control as provided by the *Investment of Church Trust Property Ordinance 1990* or any ordinance amending or taking the place of the same,

(e) to appoint and remove officers, servants, agents and fix their remuneration, if any, to acquire and provide such accommodation and equipment for its operations and to defray the costs of and incidental to the purposes aforesaid from funds under its control,

(f) to make such rules and regulations governing applications made to the Board for advances whether to be made by the Board or by a bank or other lending body as Standing Committee may from time to time by resolution approve,

(g) to delegate any of its duties and powers (except those contained in this paragraph) to any person or committee of persons nominated by the Board provided any such committee is chaired by a Board member and reports the exercise of its delegated functions to the next Board meeting and to revoke any such delegation, and

(h) to authorise any person or persons on its behalf to sign and execute any contract or security and to sue for and recover any moneys due to it under any contract or security.

15. Borrowing by the Board

For the purpose of performing or exercising its duties and powers the Board may borrow or raise money whether on the security of property held on trust by the Board or part thereof, or otherwise as it considers necessary.

16. Duties of members

(1) Each member must –

(a) exercise their powers and discharge their duties in pursuit of the Board's purpose and in a manner which is consistent with the doctrine of the Diocese,

(b) exercise the powers and discharge the duties of the Board with the degree of care and diligence that a reasonable individual would exercise as a member,

(c) act in good faith,

(d) act honestly and fairly in the best interests of the Board and to further the purpose of the Board,

(e) not use their position as a member for an improper purpose or in a manner which is inconsistent with the purpose of the Board,

(f) maintain any confidentiality of information obtained in the performance of their duties as a member,

(g) not use information obtained in the performance of their duties as a member for an improper purpose or in a manner which is inconsistent with the purpose of the Board,

(h) exercise their powers and discharge their duties so that the financial affairs of the Board are managed in a responsible manner,

(i) not allow the Board to operate while insolvent, and

(i) exercise their powers and discharge their duties so that any actual, potential or perceived conflict between a member's material personal interests (including as a member of the governing body of another organisation) and the member's duties are disclosed and managed in a proper manner.

(2) A member is taken –

(a) to act in good faith and in the best interests of the Board and to further the purposes of the Board if -

(i) the member acts in good faith in pursuing the purpose of the Board in a manner which advances the broader charitable purposes of the Diocese; and

(ii) the Board is not insolvent at the time the member acts and does not become insolvent because of the member's act, and

(b) to have disclosed and properly managed any conflict of interest that arises by reason of their membership of another body in the SAS Group.

(3) A member must not engage in misconduct within the meaning of the *Ministry Standards Ordinance 2017.*

17. Liabilities of the Board

(1) The members are not to represent to any person or corporation that the Archbishop, the Synod or the Standing Committee or any person or corporation holding church trust property for the Anglican Church of Australia in the Diocese or any other corporation incorporated under the Act will or may meet or discharge all or any part of any liability which have been or may or will be incurred wholly or partly by or on behalf of the Board.

(3) The Board is not to execute or deliver any mortgage, charge, debenture, guarantee, indemnity or promissory note or bill of exchange or other negotiable instrument other than a cheque drawn on the Board's bank unless the following clause, or a clause to that effect, is included therein without qualification.

"Notwithstanding anything contained herein to the contrary, each of the parties hereto acknowledges and agrees that the Finance and Loans Board is not liable to any other party hereto for any amount whatsoever (whether by virtue of any express or implied obligation) beyond such amount (if any) as the Finance and Loans Board may be able to pay to that party in the event of the Finance and Loans Board being wound up."

Part 6 – General

18. Subordinated loans

In exercising its duties and powers, the Board –

(a) is not to authorise a loan to a parochial unit or organisation which has an existing loan secured by any legal or equitable mortgage over any real or personal property unless the Standing Committee by resolution approves the authorisation of the loan either generally or in a particular case, and

(b) is to include in the terms on which each loan to a parochial unit or organisation is authorised a provision which –

(i) prohibits the parochial unit or organisation entering into an agreement to borrow moneys which are to be secured by any legal or equitable mortgage over any real or personal property unless the Standing Committee by resolution approves the agreement, and

(ii) makes the balance of the loan from the Board immediately due and repayable in the event that the parochial unit or organisation enters into such agreement without such approval.

19. Review of Proposals for Mortgaging Resolutions

The Board shall, before passing a resolution referred to in subsection (2) of section 27A of the *Anglican Church of Australia Trust Property Act 1917* as amended, submit all such details of the proposal to the Standing Committee for such further action as the Standing Committee may determine from time to time.

20. Action on Loans in Default

In the event of the Board reporting to the Synod or Standing Committee any case of default pursuant to clause 14(c), the Synod or Standing Committee shall take such action by ordinance or otherwise to cause the same to be rectified as it may think fit.

21. Notice of an Application for a Loan

(1) A notice shall be posted for a continuous period including two consecutive Sundays at the main entrance of the principal church of each parochial unit intending to apply for a loan pursuant to the provisions of this Ordinance and of each other church of the parochial unit which may be specially affected by the loan and the attention of the congregation shall be specially drawn to such notice at the services of public worship held in such churches on such Sundays.

(2) Every such notice must state the intention of the wardens or parish council to apply for such loan and the general purposes of the loan and also contain a notification that any objections to the loan must be lodged with the Board within the time stated in the notice. Such time shall be not less than seven days after the date of the second Sunday on which such notice is posted.

22. Indemnity

(1) To the extent permitted by law, the Board is to indemnify out of the assets of the Board each person who is, or has been, a member against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served as a member –

(a) to another person which does not arise out of conduct involving a lack of good faith, or

(b) for costs and expenses incurred by that person –

(i) in defending proceedings, whether civil or criminal, except for proceedings where the person is found to have a liability which could not be indemnified under paragraph (a) or for criminal proceedings in which the person is found guilty, or

(ii) in connection with an application, in relation to those proceedings, in which the court grants relief to that person under the *Corporations Act 2001* or the *Australian Charities and Not-for-Profits Commission Act 2012*.

(2) The Board need not indemnify a person under clause 22(1) for a liability to the extent that the person is entitled to an indemnity for that liability under a contract of insurance or under any other ordinance.

(3) To the extent permitted by law, the Board may pay, or agree to pay, a premium for a contract insuring a person who is, or has been, a member against any liability which results directly or indirectly from facts or circumstances relating to the person serving, or having served, in that capacity except where the liability (not being a liability for costs and expenses in defending proceedings, whether civil or criminal and whatever their outcome) arises out of conduct involving–

(a) a wilful breach of duty to the Board,

(b) the improper use of information by the person, acquired by virtue of the person being, or having been, a member to gain an advantage for that person or another person or to cause detriment to the Board, or

(c) the improper use of the person's position as a member to gain an advantage for himself or herself or for any other person or to cause detriment to the Board.

(4) To the extent permitted by law, the Board may pay, or agree to pay, a premium for a contract insuring a person who is, or has been, a member against any liability which results directly or indirectly from facts or circumstances relating to that person serving, or having served,

in that capacity in respect of costs and expenses in defending proceedings, whether civil or criminal and whatever their outcome.

23. Reporting

The Board (in its personal capacity and any trustee capacity) must promptly advise the Standing Committee of -

(a) any failure to comply with –

(i) any applicable governance standard or requirement, or any financial or prudential reporting requirement, of any government authority (other than the ACNC) likely to lead to loss of any licence or approval required to conduct current activities, or

(ii) the financial or other covenants under any agreement with a bank or other financial institution for the provision of financial accommodation in excess of $10,000,000 likely to lead to the early termination of such financial accommodation, and

(b) any event or circumstance which may result in the Board (or any member) being indicted in relation to the alleged commission of an offence under any law punishable on conviction by a penalty that may include imprisonment for a maximum period -

(i) if the offence involves fraud or dishonesty - 3 months or more, or

(ii) in any other case - 12 months or more.

24. Compliance with Synod Ordinances and Policies

The Board shall comply with all applicable ordinances and policies of the Synod (as amended from time to time) including, as applicable –

(a) the *Investment of Church Trust Property Ordinance 1990*, and

(b) the *Accounts, Audits and Annual Reports Ordinance 1995*.

25. Not-for-profit and dissolution of the Board

(1) The property of the Board is church trust property within the meaning of the *Anglican Church of Australia Trust Property Act 1917*, and therefore must not, as a matter of law, be distributed for the private benefit of individuals either during the operation of the Board or on its winding up or dissolution.

(2) If the Board is wound up or dissolved, the property, after satisfaction of all its liabilities, must be applied for such purposes of the Diocese as the Synod may determine.

Table of Amendments

The Finance and Loans Board Ordinance 1957 was amended by a number of Ordinances prior to Ordinance No 41, 2024. These amending Ordinances are no longer relevant since Ordinance No 41, 2014 amended completely the terms of the 1957 Ordinance.

Clause 20	Amended by Ordinance No. 36, 2026.

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Diocesan Secretary

26 October 2026